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05-12-2000

ET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings =>=>

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To the Honorable Commissioner of Patents and Trademarks, and original documents or copy thereof.

1. Name of conveying party(ies):

Axxess Technologies, Inc.
9185 South Farmer Avenue
Tempe, Arizona 85284

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Delaware
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyances:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: April 7, 2000

2. Name and address of receiving party(ies):

Name: PNC Bank, National Association, as AgentInternal Address: Two Tower Center

Street Address: _____

City: East Brunswick State: NJ ZIP: 08816

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other Financial Institution

If assignee is not domiciled in the United States, a domestic representative designation is attached ☐ Yes ☐ No

(Designations must be a separate document from Assignment)

Additional Name(s) & address(es) attached? ☐ Yes ☒ No

4. Application Number(s) or registration number(s):

A. Trademark Application(s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Corporation

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W., Suite 101City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: _____

35

7. Total fee (37 CFR 3.41): _____ \$ 800.00

- ☐ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

05/11/2000 JJALLAH2 00000090 1994167

DO NOT USE THIS SPACE

01 FC:481

40.00 OP

02 FC:482

850.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Daphne E. Schmitt

Name of Person Signing

[Signature]

Signature

April 25, 2000

Date

Total number of pages including coversheet, attachments and document: _____

8

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231TRADEMARK
REEL: 002070 FRAME: 0338

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April 2, 2000, by and between
AXXESS TECHNOLOGIES, INC. and PNC BANK, NATIONAL ASSOCIATION, as Agent.

<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>	<u>MARK</u>
1,994,167	8/13/1996	A.D. 2000
1,950,599	01/23/1996	AXXESS and Design
1,845,341	07/19/1994	AXXESS KEY IDENTIFIER
1,754,900	03/02/1993	AXXESS PC
1,754,854	03/02/1993	AXXESS+
2,291,087	11/09/1999	AXXESS+
2,292,652	11/30/1999	AXXESS+ and Design
2,292,512	11/16/1999	AXXESS+ and Design
1,526,510	02/28/1989	CK and Design
1,162,439	07/28/1991	COLE
1,572,868	12/26/1989	COLE
1,166,110	08/25/1981	COLOR-PLUS
1,486,689	05/03/1988	CREDITCARD KEYS
75/462,540	04/06/1998	IT'S THE RIGHT THING TO DO
74/372,525	03/29/1993	Key Card
1,604,337	07/03/1990	Key Design
1,540,088	05/23/1989	Key Design
2,291,088	11/09/1999	KEYS MADE TO WORK
2,291,086	11/09/1999	KEYS MADE TO WORK
1,230,589	03/08/1983	Misc Design
704,597	09/02/1960	MR. KEY and Design
704,596	09/20/1960	Mr Key Design Only
1,519,528	01/10/1989	NATIONAL KEY
74/588,333	10/12/1994	One Key GM Design
74/584,734	10/12/1994	One Key GM Design

**REGISTRATION NO. OR
APPLICATION NO.**

**REGISTRATION
OR FILING DATE**

MARK

74/588,505	10/12/1994	One Key TM Design
2,278,994	09/21/1999	PC+
1,968,246	04/16/1996	PMI and Design
75/654,080	03/08/1999	QUICK-SCRIBE
75/462,500	04/06/1998	QUICK-TAG YOUR PET
712,471	03/14/1961	SABRE (Stylized Letters)
2,277,567	09/14/1999	TAG YOUR WORLD
1,717,101	09/15/1992	VISUAL IMPACT
1,794,653	09/28/1993	WESSEL
1,820,981	02/15/1994	WH and Design

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, AXXESS TECHNOLOGIES, INC. a corporation formed under the laws of Delaware, located at 9185 South Farmer Avenue, Tempe, Arizona 85284 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to PNC BANK, NATIONAL ASSOCIATION ("PNC") and various other financial institutions (collectively, "Lenders") and PNC as agent for Lenders ("Agent") pursuant to (i) a certain Revolving Credit, Term Loan, Guaranty and Security Agreement, dated as of December 15, 1999 among Agent, Lenders, Borrower and the other credit parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

[BALANCE OF PAGE INTENTIONALLY LEFT BLANK.
SIGNATURES TO FOLLOW]

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
April 2, 2000

Witness:

AXXESS TECHNOLOGIES, INC.

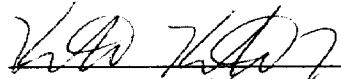
By: _____

Name:

Its:

Witness:

PNC BANK, NATIONAL ASSOCIATION, as
Agent


Kenneth Haestner
Asst. V.P.

By: 

Name:

Its:

Ryan Pratt

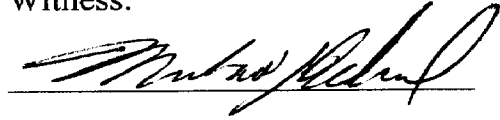
Vice President

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

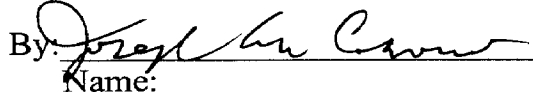
Dated: New York, New York

April 7, 2000

Witness:



AXXESS TECHNOLOGIES, INC.

By: 

Name:

Its:

Witness:

PNC BANK, NATIONAL ASSOCIATION, as
Agent

By: _____

Name:

Its:

STATE OF Pennsylvania)
: SS.:
COUNTY OF Philadelphia

On this 7 day of April, 2000, before me personally came Joseph McConville to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of AXCESS TECHNOLOGIES, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Pamela E. Lewis
Notary Public

Notarial Seal
Pamela E. Lewis, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Apr. 7, 2003
Member, Pennsylvania Association of Notaries

STATE OF _____)
: SS.:
COUNTY OF _____)

On this ____ day of _____, 2000, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of PNC BANK, NATIONAL ASSOCIATION, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Notary Public

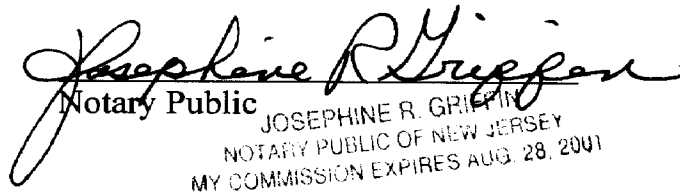
STATE OF _____)
: ss.:
COUNTY OF _____)

On this ____ day of April, 2000, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of AXXESS TECHNOLOGIES, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF New Jersey)
: ss.:
COUNTY OF Middlesex)

On this 7th day of April, 2000, before me personally came Ryan Peak, to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of PNC BANK, NATIONAL ASSOCIATION, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.


Notary Public
JOSEPHINE R. GRIFFIN
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES AUG. 28, 2001